

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

MICHAEL RUBIN, derivatively on)	
behalf of MATCH GROUP, INC.,)	
Plaintiffs,)	
v.)	
JOSEPH M. LEVIN, AMANDA)	
GINSBERG, ANN L. MCDANIEL,)	
THOMAS J. MCINERNEY, GLENN)	
H. SCHIFFMAN, PAMELA S.)	
SEYMON, ALAN G. SPOON, MARK)	
STEIN, GREGG WINIARSKI, and)	C.A. No. 1:20-CV-00299-CFC
SHARMISTHA DUBEY,)	
)	
Defendants,)	
and)	
MATCH GROUP, INC.,)	
Nominal Defendant.)	

**STIPULATION AND [PROPOSED] ORDER TO STAY
LITIGATION PENDING OUTCOME OF SUMMARY
JUDGMENT MOTIONS IN RELATED CLASS ACTION**

WHEREAS, on February 28, 2020, plaintiff Michael Rubin (“Plaintiff”) filed a Verified Stockholder Derivative Complaint (the “Complaint”), against certain current and former officers and directors of nominal defendant Match Group, Inc. (“Match Group” or the “Company”) for purported breaches of fiduciary duties and violations of the federal securities laws;

WHEREAS, on April 8, 2020, the parties filed a Stipulation and [Proposed] Order Staying Case (the “Stay Stipulation”) pending resolution of the motions to

dismiss in the related Rule 10b- 5 securities class action lawsuit captioned *Crutchfield v. Match Group, Inc., et al.*, Case No. 3:19- cv-02356-C (the “Securities Class Action”);

WHEREAS, on April 9, 2020, the Court granted the Stay Stipulation;

WHEREAS, on March 26, 2021, the United States District Court for the Northern District of Texas (the “Texas Court”) granted the defendants’ motion to dismiss in the Securities Class Action, but allowed the plaintiffs leave to amend;

WHEREAS, on November 19, 2021, the Texas Court denied the defendants’ motion to dismiss the second amended complaint in the Securities Class Action;

WHEREAS, the parties stipulated and agreed to a schedule for future proceedings in this Action;

WHEREAS, Plaintiff filed an amended complaint on March 16, 2022; and

WHEREAS, given the substantial factual overlap with the allegations in the Securities Class Action, the parties have met and conferred and have agreed that this Action, along with the related derivative action styled *Ochoa v. Dubey*, C.A. No. 2021-0158-MTZ (Del. Ch.) (the “Ochoa Action”), should be stayed pending the outcome of the forthcoming motion for summary judgment in the Securities Class Action, with the parties to the Ochoa Action entering a separate stay agreement for that action, and with the plaintiff in Ochoa having agreed not to further amend their complaint in that action;

IT IS HEREBY STIPULATED AND AGREED by the parties hereto, through their undersigned counsel, subject to approval of the Court, as follows:

1. A temporary stay of this Action pending resolution of any motions for summary judgment in the Securities Class Action is appropriate because it will avoid inefficiencies and duplicative effort and will better preserve the resources of the Court and the parties.

2. The proceedings in this Action shall be temporarily stayed pending the entry of an order on all motions for summary judgment filed in the Securities Class Action; the stay shall remain in effect until the earlier of the entry of an order on the motions for summary judgment in the Securities Class Action or the entry of a final judgment disposing of the Securities Class Action (collectively, the “MSJ Resolution Date”).

3. Plaintiffs’ and Defendants’ agreement to this stipulation shall not prejudice in any respect their right to seek or oppose a further stay of this Action or to move for or oppose a dismissal or stay in favor of other pending lawsuits or transfer of venue, and Plaintiffs shall not assert that any delay by Defendants in pursuing a further stay or seeking transfer on account of this stipulation as a basis for denying such relief upon the expiration of the stay contemplated herein. This stipulation and agreement is made subject to and without waiver of any arguments or potential motions by either Plaintiff or Defendants with respect to venue,

jurisdiction, a potential stay or abatement in light of any other pending shareholder lawsuits, applicability of any exclusive forum provisions, or any other matter. All such arguments and potential motions are expressly reserved.

4. Unless the parties agree otherwise, Defendants shall have thirty (30) days from the MSJ Resolution Date to file an answer, motion to dismiss, or other response to the amended complaint currently pending in this Action, with responses due thirty (30) days after filing of any such motion and replies due thirty (30) days thereafter.

5. Plaintiff has the option to terminate the stay if a related derivative action is not stayed for a similar or longer duration by giving thirty (30) days' notice via email to counsel for Defendants.

May 13, 2022

MORRIS, NICHOLS, ARSHT &
TUNNELL LLP

RIGRODSKY & LONG, P.A.

/s/ Kenneth J. Nachbar

Kenneth J. Nachbar (#2067)
1201 North Market Street, 16th Floor
P.O. Box 1347
Wilmington, DE 19899-1347
(302) 351-9294
knachbar@morrisnichols.com
Attorneys for Defendants

/s/ Gina M. Serra

Seth D. Rigrotsky (#3147)
Gina M. Serra (#5387)
300 Delaware Avenue, Suite 1220
Wilmington, DE 19801
Telephone: (302) 295-5310
sdr@rl-legal.com
gms@rl-legal.com
Attorneys for Plaintiff

OF COUNSEL:

NORTON ROSE FULBRIGHT US LLP
Gerard G. Pecht
State Bar No. 15701800
gerard.pecht@nortonrosefulbright.com
1301 McKinney, Suite 5100
Houston, TX 77010-3095 (713) 651-
5151

OF COUNSEL:

WEISSLAW LLP
David C. Katz
Mark D. Smilow
1500 Broadway, Suite 1600
New York, New York 10036
(212) 682-3025
dkatz@weisslawllp.com

Peter A. Stokes
State Bar No. 24028017
peter.stokes@nortonrosefulbright.com
98 San Jacinto Boulevard, Suite 1100
Austin, Texas 78701-4255
512) 474-5201

Robert L. Greeson
State Bar No. 24045979
robert.greeson@nortonrosefulbright.com
2200 Ross Avenue, Suite 3600
Dallas, Texas 75201-7921

IT IS SO ORDERED this ____ day of _____, 2022.

HONORABLE COLM F. CONNOLLY
UNITED STATES DISTRICT JUDGE